

OSTER

Researching Services

12897 Colonial Drive • Mt. Airy, MD 21771
Phone: 301-253-6040
Fax: 301-253-6040
maryannoster@adelphia.net

RECORDATION NO. 29354 FILED

JUL 20 '10 -2 50 PM

SURFACE TRANSPORTATION BOARD

July 20, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Assignment Agreement 7/14/10

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

Assignor: Inspiration Holdings, Inc.
2460 W. 26th Avenue
Denver, CO 80211

Equipment: 52, 4750 cf Covered Hoppers
NAHX / PLCX / ITLX - See Document

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.
Summary: Memorandum of Assignment Agreement dated 7/14/10 between Wells Fargo Equipment Finance, Inc. as Assignee and Inspiration Holdings, Inc. as Assignor including 52, 4750 cf Covered Hoppers with NAHX / PLCX / ITLX numbers.

Sincerely,



Mary Ann Oster
Research Consultant

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SURFACE TRANSPORTATION BOARD



Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

Memorandum of Assignment Agreement

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 14th day of July, 2010, by and between Inspiration Holdings, Inc., a Colorado corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

WITNESSETH

1. Assignor has agreed to assign to Assignee that certain lease agreement dated April 12, 2010, between Assignor, as Lessor and Honeywell Nylon, Inc. a division of Honeywell International, as Lessee for the Fifty-Two (52) 4750 CF Covered Hopper Cars bearing the railroad reporting markings set forth on Schedule A hereto.
2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of July 14, 2010.

Wells Fargo Equipment Finance, Inc.

By: [Signature]

Title: Sr. Contract Admin

Inspiration Holdings, Inc.

By: [Signature]

Title: President


**WELLS
FARGO**

Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

Schedule A
to Memorandum of
Assignment Agreement

Debtor: Inspiration Holdings, Inc.

Fifty-Two (52) 4750 cff Covered Hopper Cars with the following markings:

Initial	Number	Initial	Number
NAHX	2511	NAHX	476789
NAHX	2521	NAHX	478083
PLCX	17020	NAHX	478353
ITLX	21125	NAHX	479119
ITLX	21126	NAHX	479843
NAHX	48165	NAHX	479780
NAHX	48714	NAHX	479809
NAHX	50398	NAHX	480218
NAHX	53132	NAHX	480556
NAHX	53187	NAHX	480948
NAHX	53236	NAHX	481068
NAHX	53242	NAHX	483227
NAHX	53266	NAHX	483462
NAHX	53314	NAHX	484504
NAHX	53320	NAHX	490444
NAHX	53323	NAHX	490450
NAHX	53360	NAHX	510394
NAHX	53362	NAHX	800022
NAHX	53369	NAHX	800087
NAHX	56388	NAHX	800254
NAHX	150076	NAHX	800412
NAHX	150087	NAHX	800597
NAHX	150136	NAHX	890659
NAHX	150300	NAHX	890670
NAHX	150620	NAHX	890718
NAHX	475286	NAHX	890719

Equipment originally located at: 7312 Relston Road, Arvada, CO 80002

Dated: July 14, 2010

Debtor: Inspiration Holdings, Inc.

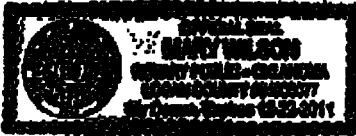
By: *[Signature]*

Title: *[Signature]*



STATE OF OKLAHOMA
COUNTY OF Logan

On this 15th day of July, 2010, before me, a Notary Public of the City and State aforesaid, personally appeared Theresa Cotten to me personally known, who being by me duly sworn, says that he is the President of Inspiration Holdings, an Sub S corporation, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



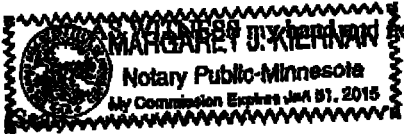
Notarial seal.

Mary Wilson
Notary Public

My commission expires: 12/22/2011

STATE OF Minnesota
COUNTY OF Winnebago

On this 17th day of July, 2010, before me a Notary Public of the City and State aforesaid, personally appeared Rita J. News, to me personally known who being by me duly sworn, says that (he/she) is a Secretary/Adm. of Kelle Fung Spirit House, that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notarial seal.

Margaret J. Kierman
Notary Public

My commission expires: 1-31-2015